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Attorneys for Options Price Reporting Authority
* *Pro Hac Vice Application Pending*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	:
	:
LEHMAN BROTHERS HOLDINGS INC. et. al.	:
	:
Debtors.	:
-----X	

Chapter 11 Case No.
08-13555 (JMP)

**LIMITED OBJECTION OF OPTIONS PRICE REPORTING AUTHORITY TO
DEBTORS' MOTION TO (A) ESTABLISH SALES PROCEDURES; (B) APPROVE A
SELLER TERMINATION FEE AND A REIMBURSEMENT AMOUNT; AND (C)
APPROVE THE SALE OF THE PURCHASED ASSETS AND THE ASSUMPTION AND
ASSIGNMENT OF CONTRACTS RELATING TO THE PURCHASED ASSETS**

Options Price Reporting Authority ("OPRA"), by and through its undersigned counsel,
hereby submits this limited objection (the "Objection") to the Debtors' Motion to (A) Establish
Sales Procedures; (B) Approve a Seller Termination Fee and a Reimbursement Amount; and (C)
Approve the Sale of the Purchased Assets and the Assumption and Assignment of Contracts

Relating to the Purchased Assets (the “Motion”) (Docket No. 694), filed by Lehman Brothers Holdings, Inc. and its related debtor entities (the “Debtors”, collectively with its non-debtor entities (“Lehman”)) in the above-captioned case on October 8, 2008, to the extent the Motion relates to certain contracts with OPRA, and respectfully represents and sets forth as follows:

BACKGROUND

1. On September 15, 2008, Lehman Brothers Holding, Inc. (“LBHI”) filed its petition for relief under Chapter 11, Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”) with the United States Bankruptcy Court for the Southern District of New York. LBHI continues to manage and operate its businesses as debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On September 29, 2008, LBHI and certain of its non-debtor subsidiaries (the “Sellers”) entered into an agreement for the sale of Lehman’s Investment Banking and Investment Management Division (“IMD Business”) to IMD Parent LLC (the “Purchaser”).

3. On October 8, 2008, this Court entered its order approving the Motion and set a deadline to object to the Motion for October 14, 2008.

ARGUMENT

4. Under Sections 365(b)(1) and 365(f)(2) of the Bankruptcy Code, a debtor-in-possession which seeks to assume and assign an executory contract must (i) cure, or provide adequate assurance that it will promptly cure, any defaults in the executory contract, (ii) compensate the counterparty to the executory contract for any actual pecuniary loss to such party resulting from such defaults, and (iii) provide adequate assurance of future performance under such contract.

5. OPRA is a committee comprised of the seven U.S. national security exchanges on which exchange trading of securities options is conducted in the United States. These exchanges are the American Stock Exchange LLC, Boston Stock Exchange, Inc, Chicago Board Options Exchange, Incorporated, International Securities Exchange, Inc., NYSE Arca, Inc., Philadelphia Stock Exchange, Inc. and The Nasdaq Stock Market LLC. These exchanges, and any other national securities exchanges that commence trading of securities options in the United States, are authorized by the Securities and Exchange Commission pursuant to Section 11A(a)(3)(B) of the Securities Exchange Act of 1934, as amended, to act jointly as parties to a “Plan” named the “Plan for Reporting of Consolidated Options Last Sale Reports and Quotation Information” (the “OPRA Plan”) to disseminate consolidated options last sale and quotation data with respect to securities options trading conducted on the facilities of these exchanges. The term “Options Price Reporting Authority” or “OPRA” refers to these exchanges acting jointly pursuant to the OPRA Plan. OPRA is a “securities information processor” and is registered as such pursuant to Section 11A(b) of the Securities Exchange Act of 1934, as amended.

6. OPRA enters into contracts with recipients of OPRA data. If a recipient of OPRA data uses OPRA data “internally” (i.e., without dissemination to persons outside the recipient) the recipient enters into a “Professional Subscriber Agreement” with OPRA. If a recipient of OPRA data distributes OPRA data “externally” (i.e., to persons outside the recipient) the recipient enters into a “Vendor Agreement” with OPRA. OPRA also has a form of agreement named “Third Party Billing Agreement” pursuant to which a company may agree to pay for another party’s receipt of OPRA data.

7. After a review of the Amended and Restated Purchase Agreement (the “APA”) entered into between Lehman and the Purchaser, it appears that certain OPRA contracts might be

impacted by the sale of the IMD Business to Purchaser. More specifically, the sale transaction contemplated under the Motion appears to involve the potential transfer of certain of Lehman's contracts with OPRA.

8. To the extent these OPRA agreements will be identified by Purchaser as a Purchased Contract (as that term is defined in the APA), OPRA will require that Lehman or Purchaser cure any and all defaults pursuant to Section 365 of the Bankruptcy Code. As of the filing of this Objection, OPRA calculates the fees due to it as a result of Lehman's sale of its IMD Business to Purchaser to be \$14,502.00. However, in light of the fact that Lehman and Purchaser have not specifically identified which OPRA contracts are subject to the sale as contemplated under the Motion and APA, the nature and extent of OPRA's cure is subject to change once Lehman and/or Purchaser identify the actual contracts Purchaser intends to obtain pursuant to the APA.

9. For the reasons set forth above, OPRA requests that the Court order that Lehman or the Purchaser specify which of the agreements identified above Purchaser intends to acquire through the APA and pay any and all cure amounts relating to such contracts.

CONTACT INFORMATION

10. For purposes of resolving this Objection, OPRA requests that parties contact the following person:

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NOTICE

11. No trustee or examiner has been appointed in these cases. Notice of this Objection has been provided to: (i) the chambers of the Honorable James M. Peck, One Bowling Green, New York, NY 10004, Courtroom 601; (ii) Weil Gotshall & Manges LLP, 767 Fifth Avenue, New York, NY 10153 (Attn: Richard P. Krasnow, Esq., Lori R. Fife, Esq., Shai Y. Waisman, Esq., and Jacqueline Marcus, Esq.), attorneys for the Debtors; (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY 10004 (Attn: Andy Velez-Rivera, Paul Schwartzberg, Brian Masumoto, Linda Riffkin, and Tracy Hope Davis); (iv) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, NY 10005 (Attn: Dennis F. Dunne, Esq., Dennis O'Donnell, Esq., and Evan Fleck, Esq.), attorneys for the official committee of unsecured creditors appointed in these cases; (v) the attorneys for any other official committee(s) appointed in these chapter cases; (vi) Cleary Gottlieb LLP, One Liberty Plaza, New York, NY 10006 (Attn: Lindsee P. Granfield, Esq. and Lisa Schweitzer, Esq.) and Sullivan & Cromwell LLP, 125 Broad Street, New York, NY 10004 (Attn: Robinson B. Lacy, Esq. and Hydee R. Feldstein, Esq.), attorneys for the Debtors' postpetition lenders; (vii) Hughes Hubbard & Reed LLP, One Battery Park

Plaza, New York, NY 10004 (Attn: James B. Kobak, David Wiltenburg, and Jeff Margolin), attorneys for James Giddens as SIPA Trustee for Lehman Brothers Inc.; (viii) Ropes & Gray, LLP, 1211 Avenue of the Americas, New York, NY 10036 (Attn: Mark I. Bane, Esq. and Steven T. Hoort, Esq.) and Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, NY 10006 (Attn: James L. Bromley, Esq. and Sean A. O'Neal, Esq.), attorneys for the Purchaser; and (xi) any person or entity entitled to receive notice of the Motion. In light of the nature of the relief requested herein, OPRA submits that no other or further notice is required.

RESERVATION OF RIGHTS

12. OPRA reserves the right to amend, supplement, and otherwise revise this Objection and to raise any additional issues relating to the assumption and assignment of the executory contracts described herein. OPRA also reserves the right to amend, supplement, and otherwise revise this Objection to include, among other things, any and all other or additional amounts that the Debtors or Purchaser may be obligated to pay OPRA under such contracts or to include any and all other or additional non-monetary defaults that Debtors may be obligated to cure under such contracts.

CONCLUSION

WHEREFORE, for the reasons set forth herein, OPRA respectfully requests that this Court (i) grant the relief requested herein and (ii) grant such other and further relief as the Court may deem just and proper.

Dated: October 14, 2008

Respectfully submitted,

OPTIONS PRICE REPORTING AUTHORITY

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